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10/634,709

2

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PC25236A

AMENDMENTS TO THE CLAIMS

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:**1-11 (canceled).****12 (previously presented).**

A compound selected from:

- 4-(5-{5-[3-(4-Methoxy-phenyl)-prop-1-ynyl]-pyridin-3-yl}-tetrazol-2-ylmethyl)-benzoic acid;
 - 4-{5-[2-(4-Fluoro-benzylcarbamoyl)-pyridin-4-yl]-tetrazol-2-ylmethyl}-benzoic acid; and
 - 4-{5-[2-(4-Fluoro-benzylcarbamoyl)-6-methyl-pyridin-4-yl]-tetrazol-2-ylmethyl}-benzoic acid; or
- a pharmaceutically acceptable salt thereof.

13 (canceled).

14 (previously presented). A pharmaceutical composition, comprising a compound according to Claim 12, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

15 (canceled).

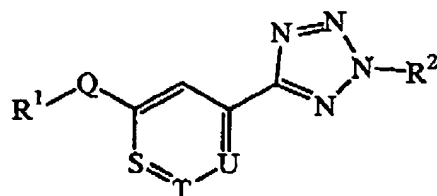
16 (previously presented). A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient suffering from osteoarthritis or rheumatoid arthritis a nontoxic effective amount of a compound according to Claim 12, or a pharmaceutically acceptable salt thereof.

17 (previously presented). A compound of Formula II

10/634,709

3

PC25236A



II

or a pharmaceutically acceptable salt thereof,

wherein:

R¹ and R² independently are selected from:

H;

C₁-C₆ alkyl;

Substituted C₁-C₆ alkyl;

C₂-C₆ alkenyl;

Substituted C₂-C₆ alkenyl;

C₂-C₆ alkynyl;

Substituted C₂-C₆ alkynyl;

C₃-C₆ cycloalkyl;

Substituted C₃-C₆ cycloalkyl;

C₃-C₆ cycloalkyl-(C₁-C₆ alkylenyl);

Substituted C₃-C₆ cycloalkyl-(C₁-C₆ alkylenyl);

3- to 6-membered heterocycloalkyl;

Substituted 3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkyl-(C₁-C₆ alkylenyl);

Substituted 3- to 6-membered heterocycloalkyl-(C₁-C₆ alkylenyl);

Phenyl-(C₁-C₆ alkylenyl);

Substituted phenyl-(C₁-C₆ alkylenyl);

Naphthyl-(C₁-C₆ alkylenyl);

Substituted naphthyl-(C₁-C₆ alkylenyl);

5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylenyl);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylenyl);

Phenyl;

10/634,709

4

PC25236A

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

$R^3O-(C_1-C_6 \text{ alkylenyl})$; and

Substituted $R^3O-(C_1-C_6 \text{ alkylenyl})$;

5- or 6-membered heteroaryl;

Substituted 5- or 6-membered heteroaryl;

8- to 10-membered heterobiaryl;

Substituted 8- to 10-membered heterobiaryl;

Phenyl- $O-(C_1-C_8 \text{ alkylenyl})$;

Substituted phenyl- $O-(C_1-C_8 \text{ alkylenyl})$;

Phenyl- $S-(C_1-C_8 \text{ alkylenyl})$;

Substituted phenyl- $S-(C_1-C_8 \text{ alkylenyl})$;

Phenyl- $S(O)-(C_1-C_8 \text{ alkylenyl})$;

Substituted phenyl- $S(O)-(C_1-C_8 \text{ alkylenyl})$;

Phenyl- $S(O)_2-(C_1-C_8 \text{ alkylenyl})$; and

Substituted phenyl- $S(O)_2-(C_1-C_8 \text{ alkylenyl})$;

wherein R^1 and R^2 are not both selected from:

H;

C_1-C_6 alkyl;

C_2-C_6 alkenyl;

C_2-C_6 alkynyl; and

C_3-C_6 cycloalkyl;

wherein at least one of R^1 and R^2 is independently selected from:

C_3-C_6 cycloalkyl- $(C_1-C_6 \text{ alkylenyl})$; and

Substituted C_3-C_6 cycloalkyl- $(C_1-C_6 \text{ alkylenyl})$;

Each R^3 independently is selected from:

10/634,709

5

PC25236A

H;

C₁-C₆ alkyl;Substituted C₁-C₆ alkyl;C₃-C₆ cycloalkyl;Substituted C₃-C₆ cycloalkyl;Phenyl-(C₁-C₆ alkylene);Substituted phenyl-(C₁-C₆ alkylene);Naphthyl-(C₁-C₆ alkylene);Substituted naphthyl-(C₁-C₆ alkylene);5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylene);Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylene);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

One of S, T, and U is N and the other two of S, T, and U are C-R⁴;Each R⁴ independently is selected from:

H;

F;

CH₃;CF₃;

C(O)H;

CN;

HO;

CH₃O;C(F)H₂O;C(H)F₂O; andCF₃O;

10/634,709

6

PC25236A

Q is N(R⁶)C(O);

R⁶ is H, C₁-C₆ alkyl, C₃-C₆ cycloalkyl; 3- to 6-membered heterocycloalkyl;

phenyl; benzyl; or 5- or 6-membered heteroaryl;

Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C₁-C₆ alkyl;

C₂-C₆ alkenyl;

C₂-C₆ alkynyl;

C₃-C₆ cycloalkyl;

C₃-C₆ cycloalkylmethyl;

Phenyl;

Phenylmethyl;

3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkylmethyl;

cyano;

CF₃;

(C₁-C₆ alkyl)-OC(O);

HOCH₂;

(C₁-C₆ alkyl)-OCH₂;

H₂NCH₂;

(C₁-C₆ alkyl)-N(H)CH₂;

(C₁-C₆ alkyl)₂-NCH₂;

N(H)₂C(O);

(C₁-C₆ alkyl)-N(H)C(O);

(C₁-C₆ alkyl)₂-NC(O);

N(H)₂C(O)N(H);

(C₁-C₆ alkyl)-N(H)C(O)N(H);

N(H)₂C(O)N(C₁-C₆ alkyl);

(C₁-C₆ alkyl)-N(H)C(O)N(C₁-C₆ alkyl);

(C₁-C₆ alkyl)₂-NC(O)N(H);

10/634,709

7

PC25236A

(C₁-C₆ alkyl)₂-NC(O)N(C₁-C₆ alkyl);
N(H)₂C(O)O;
(C₁-C₆ alkyl)-N(H)C(O)O;
(C₁-C₆ alkyl)₂-NC(O)O;
HO;
(C₁-C₆ alkyl)-O;
CF₃O;
CF₂(H)O;
CF(H)₂O;
H₂N;
(C₁-C₆ alkyl)-N(H);
(C₁-C₆ alkyl)₂-N;
O₂N;
(C₁-C₆ alkyl)-S;
(C₁-C₆ alkyl)-S(O);
(C₁-C₆ alkyl)-S(O)₂;
(C₁-C₆ alkyl)₂-NS(O)₂;
(C₁-C₆ alkyl)-S(O)₂-N(H)-C(O)-(C₁-C₈ alkylenyl)_m; and
(C₁-C₆ alkyl)-C(O)-N(H)-S(O)₂-(C₁-C₈ alkylenyl)_m;

wherein each substituent on a carbon atom may further be independently selected from:

Halo;

HO₂C; and

OCH₂O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring;

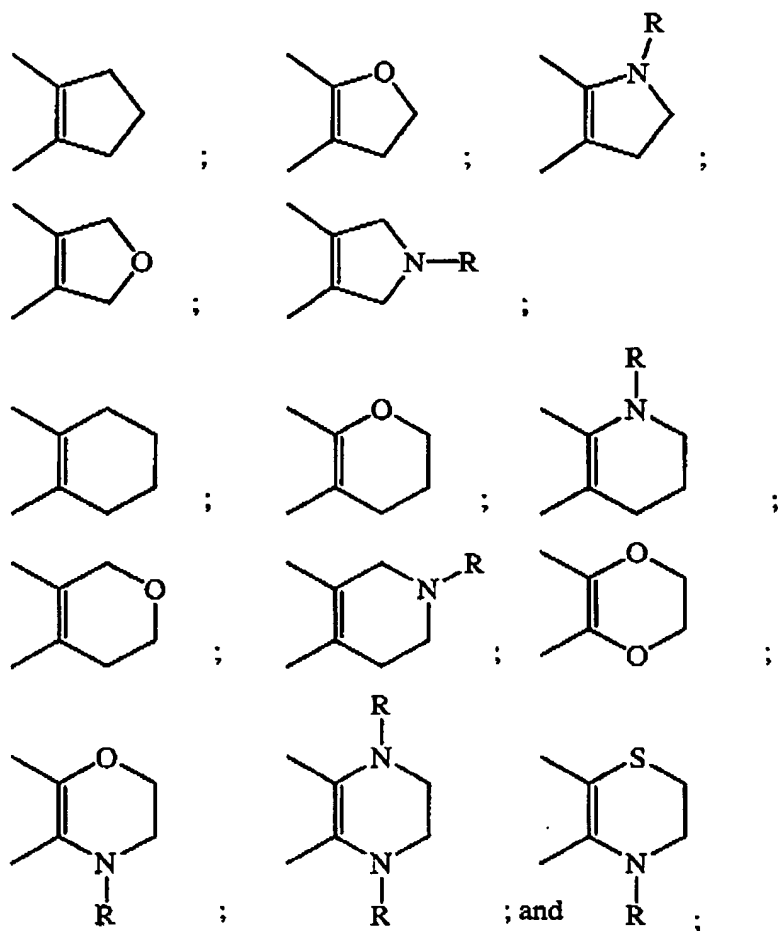
wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C=O;

wherein two adjacent, substantially sp² carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:

10/634,709

8

PC25236A



R is H or C₁-C₆ alkyl;

m is an integer of 0 or 1;

wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)₂, 1 N, 2 N(H), and 2 N(C₁-C₆ alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C₁-C₆ alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms

10/634,709

9

PC25236A

and 1 or 2 heteroatoms independently selected from N, N(H), and N(C₁-C₆ alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C₁-C₆ alkyl)₂-N group, the C₁-C₆ alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and wherein each group and each substituent recited above is independently selected.

18 (previously presented). The compound according to claim 17, wherein Q is N(H)C(O).

19 (previously presented). The compound according to claim 18, wherein each C₁-C₆ alkylenyl is CH₂.

20 (previously presented). The compound according to claim 19, wherein at least one substituent is selected from the group consisting of:

CO₂H;
CO₂CH₃;
CH₃O;
F;
Cl;
CN;
CF₃;
CH₃S(O)₂;
CH₃; or

wherein at least two substituents are Cl and F, 2 F, or OCH₂O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring.

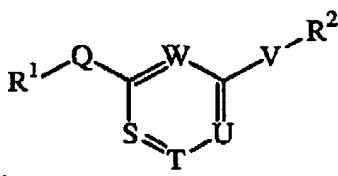
10/634,709

10

PC25236A

21 (canceled).

22 (currently amended). ~~The compound according to claim 21, wherein A~~
compound of Formula I



or a pharmaceutically acceptable salt thereof,

wherein:

R¹ and R² independently are selected from:

H;

C₁-C₆ alkyl;

Substituted C₁-C₆ alkyl;

C₂-C₆ alkenyl;

Substituted C₂-C₆ alkenyl;

C₂-C₆ alkynyl;

Substituted C₂-C₆ alkynyl;

C₃-C₆ cycloalkyl;

Substituted C₃-C₆ cycloalkyl;

C₃-C₆ cycloalkyl-(C₁-C₆ alkylenyl);

Substituted C₃-C₆ cycloalkyl-(C₁-C₆ alkylenyl);

3- to 6-membered heterocycloalkyl;

Substituted 3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkyl-(C₁-C₆ alkylenyl);

Substituted 3- to 6-membered heterocycloalkyl-(C₁-C₆ alkylenyl);

Phenyl-(C₁-C₆ alkylenyl);

Substituted phenyl-(C₁-C₆ alkylenyl);

10/634,709

11

PC25236A

Naphthyl-(C₁-C₆ alkylenyl);Substituted naphthyl-(C₁-C₆ alkylenyl);5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylenyl);Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylenyl);Phenyl;Substituted phenyl;Naphthyl;Substituted naphthyl;5-, 6-, 9-, and 10-membered heteroaryl;Substituted 5-, 6-, 9-, and 10-membered heteroaryl;R³O-(C₁-C₆ alkylenyl);Substituted R³O-(C₁-C₆ alkylenyl);5- or 6-membered heteroaryl;Substituted 5- or 6-membered heteroaryl;8- to 10-membered heterobiaryl;Substituted 8- to 10-membered heterobiaryl;Phenyl-O-(C₁-C₈ alkylenyl);Substituted phenyl-O-(C₁-C₈ alkylenyl);Phenyl-S-(C₁-C₈ alkylenyl);Substituted phenyl-S-(C₁-C₈ alkylenyl);Phenyl-S(O)-(C₁-C₈ alkylenyl);Substituted phenyl-S(O)-(C₁-C₈ alkylenyl);Phenyl-S(O)₂-(C₁-C₈ alkylenyl); andSubstituted phenyl-S(O)₂-(C₁-C₈ alkylenyl);wherein R¹ and R² are not both selected from:H;C₁-C₆ alkyl;C₂-C₆ alkenyl;C₂-C₆ alkynyl; and

10/634,709

12

PC25236A

C₃-C₆ cycloalkyl;Each R³ independently is selected from:H;C₁-C₆ alkyl;Substituted C₁-C₆ alkyl;C₃-C₆ cycloalkyl;Substituted C₃-C₆ cycloalkyl;Phenyl-(C₁-C₆ alkylenyl);Substituted phenyl-(C₁-C₆ alkylenyl);Naphthyl-(C₁-C₆ alkylenyl);Substituted naphthyl-(C₁-C₆ alkylenyl);5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylenyl);Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylenyl);Phenyl;Substituted phenyl;Naphthyl;Substituted naphthyl;5-, 6-, 9-, and 10-membered heteroaryl;Substituted 5-, 6-, 9-, and 10-membered heteroaryl;S is N and T, U, and W each are C-R⁴;Each R⁴ independently is selected from:H;F;CH₃;CF₃;C(O)H;CN;HO;CH₃O;C(F)H₂O;

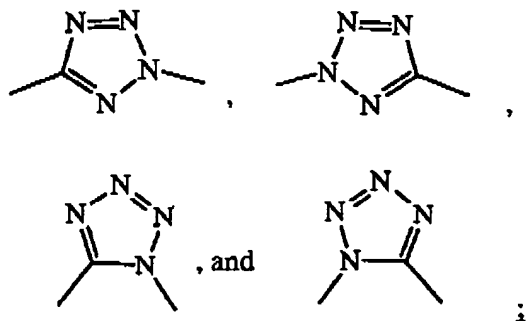
10/634,709

13

PC25236A

C(H)F₂O; andCF₃O;

V is selected from the group consisting of:



Q is N(H)C(O);

Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C₁-C₆ alkyl;C₂-C₆ alkenyl;C₂-C₆ alkynyl;C₃-C₆ cycloalkyl;C₃-C₆ cycloalkylmethyl;Phenyl;Phenylmethyl;3- to 6-membered heterocycloalkyl;3- to 6-membered heterocycloalkylmethyl;cyano;CF₃;(C₁-C₆ alkyl)-OC(O);HOCH₂;(C₁-C₆ alkyl)-OCH₂;H₂NCH₂;(C₁-C₆ alkyl)-N(H)CH₂;(C₁-C₆ alkyl)₂-NCH₂;

10/634,709

14

PC25236A

N(H)₂C(O);(C₁-C₆ alkyl)-N(H)C(O);(C₁-C₆ alkyl)₂-NC(O);N(H)₂C(O)N(H);(C₁-C₆ alkyl)-N(H)C(O)N(H);N(H)₂C(O)N(C₁-C₆ alkyl);(C₁-C₆ alkyl)-N(H)C(O)N(C₁-C₆ alkyl);(C₁-C₆ alkyl)₂-NC(O)N(H);(C₁-C₆ alkyl)₂-NC(O)N(C₁-C₆ alkyl);N(H)₂C(O)O;(C₁-C₆ alkyl)-N(H)C(O)O;(C₁-C₆ alkyl)₂-NC(O)O;HO;(C₁-C₆ alkyl)-O;CF₃O;CF₂(H)O;CF(H)₂O;H₂N;(C₁-C₆ alkyl)-N(H);(C₁-C₆ alkyl)₂-N;O₂N;(C₁-C₆ alkyl)-S;(C₁-C₆ alkyl)-S(O);(C₁-C₆ alkyl)-S(O)₂;(C₁-C₆ alkyl)₂-NS(O)₂;(C₁-C₆ alkyl)-S(O)₂-N(H)-C(O)-(C₁-C₈ alkylenyl)_m; and(C₁-C₆ alkyl)-C(O)-N(H)-S(O)₂-(C₁-C₈ alkylenyl)_m;

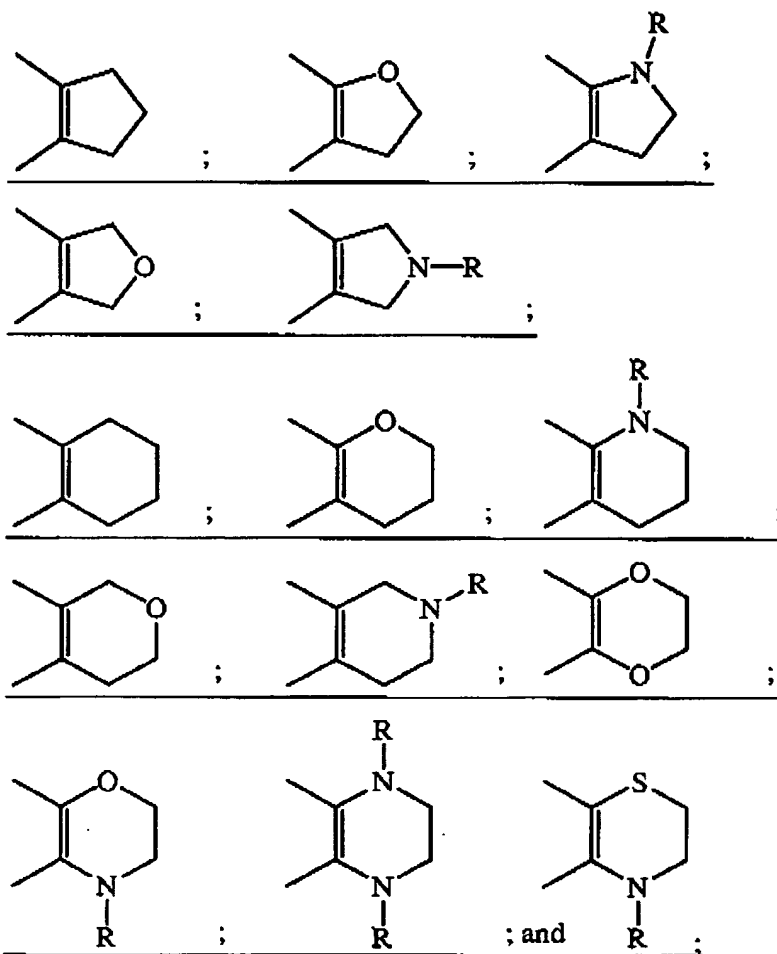
wherein each substituent on a carbon atom may further be independently selected from:

Halo;

10/634,709

15

PC25236A

HO₂C; andOCH₂O, wherein each O is bonded to adjacent carbon atoms to form a 5-
membered ring;wherein 2 substituents may be taken together with a carbon atom to which they
are both bonded to form the group C=O;wherein two adjacent, substantially sp² carbon atoms may be taken together with
a diradical substituent to form a cyclic diradical selected from:R is H or C₁-C₆ alkyl;m is an integer of 0 or 1;

10/634,709

16

PC25236A

wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)₂, 1 N, 2 N(H), and 2 N(C₁-C₆ alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C₁-C₆ alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C₁-C₆ alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C₁-C₆ alkyl)₂-N group, the C₁-C₆ alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and

wherein each group and each substituent recited above is independently selected.

23 (previously presented). The compound according to claim 22, wherein at least one of R¹ and R² is independently selected from:

C₃-C₆ cycloalkyl-(C₁-C₆ alkylenyl); and
Substituted C₃-C₆ cycloalkyl-(C₁-C₆ alkylenyl).

24 (previously presented). The compound according to claim 23, wherein each C₁-C₆ alkylenyl is CH₂.

25 (previously presented). The compound according to claim 24, wherein at least one substituent is selected from the group consisting of:

10/634,709

17

PC25236A

 $\text{CO}_2\text{H};$ $\text{CO}_2\text{CH}_3;$ $\text{CH}_3\text{O};$ $\text{F};$ $\text{Cl};$ $\text{CN};$ $\text{CF}_3;$ $\text{CH}_3\text{S}(\text{O})_2;$ $\text{CH}_3;$ or

wherein at least two substituents are Cl and F, 2 F, or OCH_2O , wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring.

26 (currently amended). A pharmaceutical composition comprising a compound according to any one of claims 17 and ~~21~~ 22, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

27 (currently amended). A method for treating osteoarthritis, comprising administering to a patient suffering from osteoarthritis a nontoxic effective amount of a compound according to one of claims 17 and ~~21~~ 22, or a pharmaceutically acceptable salt thereof.

28 (currently amended). A method for treating rheumatoid arthritis, comprising administering to a patient suffering from rheumatoid arthritis a nontoxic effective amount of a compound according to one of claims 17 and ~~21~~ 22, or a pharmaceutically acceptable salt thereof.